

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i>,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**ORDER GRANTING APPLICATION FOR THE ALLOWANCE
OF INTERIM COMPENSATION FOR THE PERIOD OF
JUNE 1, 2011 THROUGH SEPTEMBER 30, 2011 FOR PROFESSIONAL
SERVICES PERFORMED AND REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES INCURRED AND OTHER RELIEF**

Upon consideration of the application (the “**Application**”) of Weil Gotshal & Manges LLP (“**Weil**”) for allowance of interim compensation for professional services performed and reimbursement of actual and necessary expenses incurred during the period June 1, 2011 through September 30, 2011 (the “**Application Period**”), pursuant to section 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure; and Weil having voluntarily reduced the amount of requested compensation for the Application Period from \$38,936,287.50 to \$38,662,897 and its requested reimbursement of expenses from \$930,986.57 to \$929,991.50 after discussions with the fee committee appointed in these chapter 11 cases with respect to the Application; and Weil and the fee committee having agreed to defer, without prejudice, Weil’s request for allowance of \$3,448,748.50 of compensation for the Application Period; and after due notice pursuant to the second amended order dated June 17, 2010, governing case management and administrative procedures [ECF No. 9635]; and there being no objections to the allowance of the amounts set forth on **Schedule A**; and after due consideration and upon all of the proceedings had before the Court, and sufficient cause appearing therefore, it is hereby

ORDERED, that the Application is granted to the extent provided in Schedule A.

Dated: New York, New York
April 2, 2012

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge

SCHEDULE A
CURRENT INTERIM FEE PERIOD
June 1, 2011 Through September 30, 2011
(Ninth Fee Period)

Case No.: 08-13555 (JMP) (Chapter 11)

Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

Applicant	Date/ Document Number of Application	Interim Fees Requested on Application	Fees Allowed	Fees to be Paid for Current Fee Period	Fees to be Paid for Prior Fee Period(s) (if any) (Including Fees Held Back)	Total Fees to be Paid	Interim Expenses Requested	Expenses to be Paid for Current Fee Period¹
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Weil, Gotshal & Manges LLP	December 16, 2011 23489	38,936,287.50	35,214,148.80	3,971,872.00	0.00	3,971,872.00	930,986.57	0.00

Schedule A

Dated: April 2, 2012

INITIALS: JMP, USBJ

¹ In accordance with the Court's *Fourth Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [ECF No. 15997], Weil received 100% of the payments it requested as reimbursement for expenses incurred in the Application Period. After taking into account subsequent voluntary reductions, Weil received a total of \$995.07 more than it should have for expenses for the Application Period. Accordingly, Lehman Brothers Holdings Inc., as "Plan Administrator" under the *Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors* [ECF No. 22738] for the entities in the above referenced chapter 11 cases, will deduct this amount from the above total of "Fees to be Paid for Current Fee Period" when making payment to Weil pursuant to this Order.

SCHEDULE B
CUMULATIVE FEE APPLICATIONS
(September 15, 2008 Through and Including September 30, 2011)

Case No.: 08-13555 (JMP) (Chapter 11)

Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

Applicant	Total Fees Requested (\$)	Total Fees Paid (including amounts to be paid pursuant to this Order) (\$)	Total Expenses Requested (\$)	Total Expenses Paid (including amounts to be paid pursuant to this Order) (\$)
Weil, Gotshal & Manges LLP	390,593,730.64	379,131,458.30	10,024,306.78	9,885,652.13

Schedule B

Dated: April 2, 2012

INITIALS: JMP, USBJ